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BEFORE THE ARIZONA CORPORATION COMMISSION

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2 KRISTIN K. MAYES 2010 AUG 11 P 12:15
Chairman
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Commissioner
5 SANDRA D. KENNEDY
Commissioner
6 BOB STUMP
Commissioner

Arizona Corporation Commission

DOCKETED

AUG 11 2010

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7
8 **JOINT NOTICE AND**
9 **APPLICATION OF QWEST**
10 **CORPORATION, QWEST**
11 **COMMUNICATIONS COMPANY,**
12 **LLC, QWEST LD CORP., EMBARQ**
13 **COMMUNICATIONS, INC. D/B/A**
14 **CENTURY LINK**
15 **COMMUNICATIONS,**
16 **EMBARQ PAYPHONE SERVICES,**
17 **INC. D/B/A CENTURYLINK, AND**
18 **CENTURYTEL SOLUTIONS, LLC**
19 **FOR APPROVAL OF THE**
20 **PROPOSED MERGER OF THEIR**
21 **PARENT CORPORATIONS QWEST**
22 **COMMUNICATIONS**
23 **INTERNATIONAL INC. AND**
24 **CENTURYTEL, INC.**

DOCKET NOS. T-01051B-10-0194
T-03902A-10-0194
T-02811B-10-0194
T-20443A-10-0194
T-04190A-10-0194
T-03555A-10-0194

QWEST CORPORATION, QWEST
COMMUNICATIONS COMPANY, LLC
QWEST LD CORPORATION'S
NOTICE OF SUBMITTAL OF "STAFF
EYES ONLY" CONFIDENTIAL
DOCUMENTS FOR IN-CAMERA
REVIEW

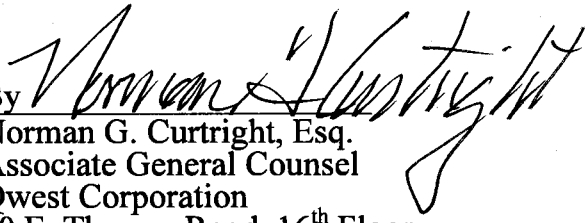
17
18 Pursuant to the Procedural Order dated July 30, 2010, in the above-captioned
19 proceeding, QWEST CORPORATION, QWEST COMMUNICATIONS COMPANY,
20 LLC and QWEST LD CORPORATION (hereinafter "Qwest") hereby notifies the
21 parties that it has submitted this day one complete set of its "Staff-Eyes Only" ("SEO")
22 confidential documents for *in camera* review by the Administrative Law Judge. Rather
23 than providing a representative sample of the types of SEO documents that have been
24 requested from Qwest in data requests received to date, Qwest has submitted all of the
25 documents which fall within the SEO category. Attached hereto as Attachment 1 is a log

26 / / /

1 listing the SEO documents that were submitted for *in camera* review.

2 RESPECTFULLY SUBMITTED this 11th day of August, 2010.

3
4 QWEST CORPORATION

5
6 By 
7 Norman G. Curtright, Esq.
8 Associate General Counsel
9 Qwest Corporation
20 E. Thomas Road, 16th Floor
Phoenix, AZ 85012

10 ORIGINAL and 13 copies filed
11 this 11th day of August, 2010, with:

12 Docket Control
13 Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

14 COPY of the foregoing hand-delivered
15 this same day to:

16 Belinda Martin, Administrative Law Judge
17 Hearing Division
ARIZONA CORPORATION COMMISSION
1200 W. Washington Street
Phoenix, AZ 85007

18
19 Lyn Farmer
20 Chief Administrative Law Judge
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, AZ 85007

21
22 COPY of the foregoing mailed
23 this same day to:

1	Jeffrey W. Crockett Bradley S. Carroll	Kevin K. Zarling Senior Counsel
2	SNELL & WILMER, L.L.P. One Arizona Center	CENTURYLINK 400 West 15 th Street, Suite 315
3	400 East Van Buren Street Phoenix, Arizona 85004-2202	Austin, TX 78701
4	Linda C. Stinar Director Regulatory Affairs	Mark A. DiNunzio COX ARIZONA TELCOM, LLC
5	CENTURYLINK 6700 Via Austi Parkway	1550 West Deer Valley Road MV DV3-16, Bldg C
6	Las Vegas, NV 89119	Phoenix, AZ 85207
7	Gregory Merz GRAY, PLANT, MOOTY, MOOTY	David L. Ziegler Assistant Vice President-Public Policy
8	& BENNETT, P.A. 500 IDS Center	QWEST 20 East Thomas Road, 16 th Floor
9	80 South Eighth Street Minneapolis, MN 55402	Phoenix, AZ 85012
10	Karen L. Clauson Vice President, Law and Policy	Daniel W. Pozefsky Chief Counsel
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12	Golden Valley, MN 55416	1110 West Washington, Suite 220
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14	1025 Eldorado Boulevard Broomfield, CO 80021	Michael Patten ROSHKA DEWULF & PATTEN, PLC
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21	370 Interlocken Boulevard, Suite 600	State Affairs & ILEC Relations
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25		
26		

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21
22
23 By: 
24 Brenda S. Studebaker, Litigation Paralegal
25
26

ATTACHMENT 1

Description of Staff Eyes Only Documents and Redacted Portions of HC-R Documents	
Document	Description of Confidential Information
4c-37	In addition to a transaction with CenturyLink, the Qwest management and Board of Directors evaluated other merger, acquisition, and investment opportunities. Redacted information addresses and analyzes these other alternatives, and constitutes extremely sensitive information, which is not related to the transaction with CenturyLink. Documents addressing the CenturyLink transaction are being disclosed as HC.
4c-39	CenturyLink document -- contains detailed information concerning CenturyLink business plans, strategies, and performance.
4c-42	CenturyLink document -- contains detailed information concerning CenturyLink operations, plans, strategies, and performance.
4c-44	CenturyLink document -- contains detailed information concerning all aspects of CenturyLink business plans, strategies, and performance.
4c-46	CenturyLink document -- contains detailed information concerning CenturyLink strategies and plans.
4c-48	CenturyLink document -- contains detailed information regarding networks, equipment, business and marketing strategies regarding IPTV (video over internet protocol)
4c-53	CenturyLink document -- contains detailed information regarding CenturyLink operations, performance, and strategies.
4c-57	Qwest is redacting one line on page 2, which references one of the possible merger, acquisition, and investment opportunities under evaluation by the Board and senior management; the remainder of the document is being disclosed as HC
4c-61	Redacting only a section from the last page, which describes one of the strategic investments under review by Qwest's senior management; it does not address the CenturyLink transaction
4c-65	Redacted information outlines other merger, acquisition, or investment opportunities under review by Qwest; these documents contain highly sensitive information, and are not related to the CenturyLink transaction. Documents addressing the CenturyLink transaction are being disclosed as HC.
4c-69	Redacted information references the merger, acquisition, and investment opportunities under consideration by Qwest, and comparing the CenturyLink transaction to those other opportunities; remaining information discussing CenturyLink transaction is disclosed as HC
4c-71	Entire document is redacted; authored by Tom Wilten, VP for Corporate Development, and responsible for analyzing merger, acquisition, and investment opportunities to the company. This document outlines the full panoply of M & A opportunities under review by the company, compares them, and addresses the sequencing of any possible transactions. This document contains information that continues to be highly sensitive.
4c-76	Entire document is redacted; authored by Tom Wilten, VP for Corporate Development, and responsible for analyzing merger, acquisition, and investment opportunities to the company. This document outlines the full panoply of M & A opportunities under review by the company, compares them, and addresses the sequencing of any possible transactions. This document contains information that continues to be highly sensitive.
4c-81	CenturyLink document containing detailed information regarding proprietary customer satisfaction tracking and measurement data.
4c-82	CenturyLink document containing detailed information regarding CenturyLink marketing and sales strategies.

Redaction Guide for In Camera Review

Document	Redacted Items Submitted for In Camera Review
4c-37	p. 1-2, 22-33, 49-51, 57 (all remaining pages: 3-21, 34-48, 52-56, and 58-63 are disclosed as HC)
4c-39	Entire document
4c-42	Entire document
4c-44	Entire document
4c-46	Entire document
4c-48	Entire document
4c-53	Entire document
4c-57	One line on p.2
4c-61	portion of last page – section entitled “Strategic Investment”
4c-65	Entire Document, except p. 5-18 and 46-53, which may be disclosed as HC
4c-69	p. 1, 12-13 and section title page, remainder may be disclosed as HC
4c-71	Entire document
4c-76	Entire document
4c-81	Entire document
4c-82	Entire document